

**SECRETARY OF STATE**

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this day of

FEB 18 2005



*Kevin Shelley*  
Secretary of State

A0623941

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
THE UNIVERSITY CORPORATION  
A California Nonprofit Public Benefit Corporation

**ENDORSED - FILED**  
in the office of the Secretary of State  
of the State of California

FEB 15 2005

**KEVIN SHELLEY**  
Secretary of State

Thomas J. McCarron and John S. Griffin certify that:

A. They are the President and Secretary respectively of The University Corporation, a California nonprofit public benefit corporation.

B. The corporation has no members. The foregoing amended and restated Articles of Incorporation has been duly approved by the Board of Directors.

C. The Articles of Incorporation of this corporation are amended and restated to read in their entirety as follows:

**FIRST: NAME**

Section 1.1 The name of this corporation is The University Corporation.

**SECOND: PURPOSES**

Section 2.1 This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes. This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5 of that law.

Section 2.2 This corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Despite any other provision in these Articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation except from federal income tax under Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code section 170(c)(2) or the corresponding provision of any future United States internal revenue law.

Section 2.3 This corporation is organized and at all times hereafter, shall be operated exclusively for the benefit of, to perform the functions of, and to carry out the purposes of California State University, Northridge, pursuant to section 509(a)(3) of the Internal Revenue Code of 1986, as amended. The charitable purposes for which this corporation is organized are to further the education purposes of California State University, Northridge.

Section 2.4 The specific and primary purposes of this corporation are to further the purposes and objectives of California State University, Northridge (the "University").

Section 2.5 This corporation is organized and shall be operated exclusively to receive, hold, invest, and administer property and to make expenditures to or for the benefit of the University.

Section 2.6 This corporation is an auxiliary organization (as defined in section 89901(d) of the California Education Code) of the University.

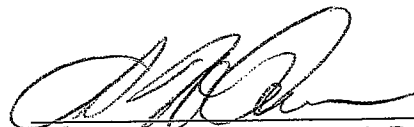
### THIRD: POWERS

Section 3.1 This corporation is to have and may exercise all the powers conferred on nonprofit public benefit corporations by the laws of the State of California, except that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

Section 3.2 No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, and this corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3.3 The property of this corporation is irrevocably dedicated to the educational, scientific, literary and charitable purposes satisfying the requirements for exemption provided by section 214 of the Revenue and Taxation Code as set forth in Article Second above and no part of the net earnings or assets of this corporation shall ever inure to the benefit of or be distributable to or for the benefit of any director, officer or member (if any) of this corporation or any other private individual.

Section 3.4 On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization or organizations organized and operated exclusively for educational, scientific, literary and charitable purposes meeting the requirements for exemption which satisfy section 214 of the Revenue and Taxation Code and which has established its tax exempt status under Revenue and Taxation Code section 23701(d) (or the corresponding section of any future California revenue and tax code), that are exempt from federal income tax under Code section 501(c)(3) or the corresponding provision of any successor law and are approved by the President of the University and the Board of Trustees of the California State University and Colleges, subject to the provisions of any trust under which such assets are held.



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THOMAS J. MCCARRON, President



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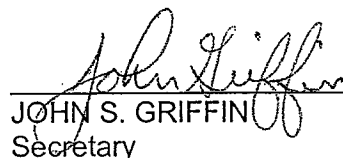
JOHN GRIFFIN, Secretary

## Verification

Each of the undersigned declares under penalty of perjury under the laws of the State of California that the statements in the foregoing certificate are true and correct of his or her own knowledge, and that this declaration was executed on JANUARY 26, 2005, at Northridge, California.



THOMAS J. MCCARRON  
President



JOHN S. GRIFFIN  
Secretary

